

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Chapter 11
Case No. 08-35653
Jointly Administered

Debtor.

Hon. Kevin R. Heunekens, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575

Address: CC Acquisitions, L.P.
Attention: Vivian Dubin
c/o NY Life Insurance Company
51 Madison Avenue
New York, NY 10010

2. Date of Transfer of Claim: June 1, 2009

3. Type of Claim: General Unsecured

4. Amount of Claim: Not less than \$831,584.68

5. Date of Filing Proof of Claim: July 23, 2009

6. Claim No.: 14523 (the "Claim")

7. Transferor: Manufacturers and Traders Trust Company, as Trustee
c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/2/10

TRANSFEROR:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

By: 

Nancy L. George
Vice President

Dated: _____

TRANSFeree:

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: _____

Vivian Dubin
Secretary

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: _____

Dated: 5/17/2010

TRANSFEROR:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

By: _____

Nancy L. George
Vice President

TRANSFeree:

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: Vivian Dubin
Vivian Dubin
Secretary

Date: May 24, 2010

Submitted by:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

EXHIBIT A

#14523

B 10 (Official Form 10) (12/07)

AMENDED

| UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA | | PROOF OF CLAIM |
|--|--|---|
| <p>Debtor against which claim is asserted: (Check only one box below:)</p> <p><input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35653) <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656) <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663) <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658) <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)</p> <p><input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666) <input type="checkbox"/> Patapaco Designs, Inc. (Case No. 08-35667) <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) <input type="checkbox"/> XSStruff, LLC (Case No. 08-35669) <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)</p> | | |
| <p>Name of Creditor (the person or other entity to whom the debtor owes money or property): Manufacturers and Traders Trust Company, as Trustee</p> <p>Name and address where notices should be sent: c/o Hodgson Russ LLP Attn: Deborah J. Piazza, Esq. 60 East 42nd Street, 37th Floor New York, New York 10165</p> | | <p><input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</p> <p>Court Claim Number: <u>8421</u> <i>(If known)</i></p> <p>Filed on: <u>1/29/2009</u></p> |
| <p>Name and address where payment should be sent (if different from above): CC Acquisitions, L.P. c/o NYLIFE Real Estate Holdings, LLC, General Partner Attn: Vivian Dubin, Associate General Counsel 51 Madison Avenue New York, New York 10010</p> | | <p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</p> <p><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</p> <p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim.</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a). Amount entitled to priority: <u>\$</u></p> <p>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</p> |
| <p>1. Amount of Claim as of Date Case Filed: <u>\$ Not less than \$831,584.88</u> (Refer to annexed Exhibit B)</p> <p>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.</p> <p>If all or part of your claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p> <p>2. Basis for Claim: <u>Amounts due under Lease and related agreements - Store No. 6366 (formerly Store No. 4502)</u> (See instruction #2 on reverse side) located at Lewisville, TX (Refer to annexed Exhibits A and C)</p> <p>3. Last four digits of any number by which creditor identifies debtor: _____</p> <p>3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)</p> <p>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____</p> <p>Value of Property: \$ _____ Annual Interest Rate: %</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, If any: \$ _____ Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p> <p>6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)</p> <p>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:</p> | | |
| <p>Date: <u>July 10, 2009</u></p> <p>Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</p> <p>NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitions, L.P.</p> <p>By: <u>Vivian Dubin</u> Vivian Dubin, Associate General Counsel Secretary</p> | | <p>FOR COURT USE ONLY RECEIVED JUL 23 2009</p> <p>KURTZMAN CARSON CONSULTANTS</p> |
| <p>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3371.</p> | | |

- Date Stamped Copy Returned
- No self addressed stamped envelope
- No copy to return



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**EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Lewisville, Texas, Store No. 6366 (formerly Store No. 4502) as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$831,584.68 against the Debtors which represents: (1) rejection damages in the amount of \$645,287.94; (2) prepetition claims in the present amount of \$121,935.63; and (3) actual damages under the lease in the present amount of \$64,361.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

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**EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITION, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

Amended Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994
Store No. 6366 (formerly Store No. 4502) - Lewisville, TX - 2325 S. Stemmons Frwy. 75067**

| Claim for Rejection Damages under 11 U.S.C. 502(b)(6) | |
|--|--------------------------|
| Total rent reserved through end of term (110 months) | \$4,301,919.60 |
| Fifteen percent of total rent reserved (above): | 645,287.94 |
| Rent reserved for one year from Petition Date: | 469,300.32 |
| Subtotal of Rejection Damages Claim (greater of the two): | \$645,287.94 |
| Prepetition Claim | |
| Prepetition Rent Outstanding (10/1/08 - 11/9/08): | \$37,935.63 |
| Prepetition Late Charges: | To Be Determined ("TBD") |
| Prepetition Common Area Maintenance Outstanding: | 26,000.00 |
| Prepetition Taxes Outstanding: | 58,000.00 |
| Subtotal of Prepetition Claim: | \$121,935.63 |
| Damages Under Lease | |
| Trustee Fees: | \$3,436.35 |
| Trustee's Attorneys Fees ¹ : | 10,424.76 |
| Landlord's Legal Costs: | 20,000.00 |
| Broker's Opinion: | 6,500.00 |
| Environmentals: | 5,500.00 |
| HVAC Repair: | 10,000.00 |
| Interior Clean-Up: | 3,000.00 |
| Inspection Fees: | 1,500.00 |
| HVAC Inspection: | 1,000.00 |
| Sign Removal: | 2,000.00 |
| Re-key: | 1,000.00 |
| Subtotal of Damages Under Lease: | \$64,361.11 |
| TOTAL AMENDED PROOF OF CLAIM: | \$831,584.68 |

¹ The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.